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 7 LEWIS FAMILY ENTERPRISES, INC. and
 STEVEN ROBERT LEWIS

8 UNITED STATES DISTRICT COURT
 9 NORTHERN DISTRICT OF CALIFORNIA
 10 SAN JOSE DIVISION

11 FORD MOTOR CREDIT COMPANY, LLC, a Delaware Limited Liability Company, Plaintiff, vs. LEWIS FAMILY ENTERPRISES, INC., dba BOB LEWIS LINCOLN MERCURY, a California corporation, and STEVEN ROBERT LEWIS, an individual, Defendants.

Case No.: C 07-03301 RS

DECLARATION OF STEVEN ROBERT LEWIS IN SUPPORT OF DEFENDANTS' NOTICE OF MOTION AND MOTION FOR ENLARGEMENT OF TIME TO RESPOND TO COMPLAINT

[Fed. R. Civ. Proc. 6(b) & Civil L.R. 6-3]

Hearing Date: December 12, 2007
 Hearing Time: 9:30 a.m.
 Courtroom: #4, 5th Floor
 Judge: Magistrate Judge Richard Seeborg

I, Steven Robert Lewis, hereby declare as follows:

1. I am the individual defendant named in the above-entitled action, and am the president of Defendant Lewis Family Enterprises, Inc., dba Bob Lewis Lincoln Mercury, a California corporation (the "corporation").

2. The corporation owned and operated a Ford Lincoln Mercury dealership or franchise located at 911 Capitol Expressway Auto Mall, San Jose, California (the "dealership"). Beginning in or about June 2007, the corporation and Ford Dealer Development, a program operated by Plaintiff's parent company, Ford Motor Company, commenced discussions concerning the corporation's sale of the dealership to Ford

1 Dealer Development.

2 3. Plaintiff Ford Motor Credit Company, LLC ("Plaintiff") filed the instant suit on
3 June 22, 2007, to recover various monetary sums it advanced to assist in the
4 corporation's purchase of Ford automobiles. The corporation and I were of the
5 understanding that the then-outstanding debt owed by the corporation to Plaintiff would be
6 settled upon the conclusion of the sale of the dealership to Ford Dealer Development.
7 Based on this belief, and the representations of Phil Ward, who was then a Territory Sales
8 Manager for Plaintiff, I was of the understanding that Plaintiff would forebear from
9 exercising its rights during the pendency of the buy-sell negotiations between the
10 corporation and Ford Dealer Development.

11 4. Nonetheless, at the request of Plaintiff, the Court Clerk entered my default and
12 the default of the corporation on August 1, 2007. Thereafter, Ford Dealer Development
13 terminated discussions with the corporation concerning the sale of the dealership.

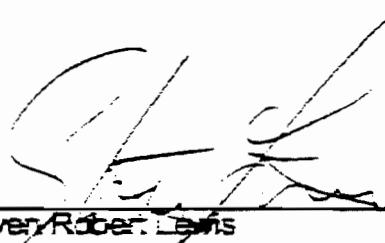
14 5. On September 7, 2007, the corporation and I filed a motion to set aside the
15 defaults, which motion was granted by the Court on October 29, 2007. In support of the
16 motion, the corporation and I submitted a proposed joint answer to the complaint.

17 6. Due to the urgent need to set aside the defaults entered by the Clerk, and in
18 light of the unexpected termination of the negotiations concerning the sale of the
19 dealership, I did not contemplate the filing of a countersuit against Plaintiff or Ford Motor
20 Company until recently. Specifically, upon further reflection and review, I believe I have
21 counterclaims against Plaintiff, Ford Dealer Development, and Ford Motor Company
22 associated with the buy-sell negotiations concerning the sale of the dealership and
23 Plaintiff's execution of the writ of possession following the corporation's voluntary
24 termination or resignation of the dealership to Ford Motor Company in mid-August 2007.

25 7. Although I am prepared to answer the complaint in this action, I am in need of
26 additional time to meet with my counsel regarding my claims against Plaintiff; Plaintiff's
27 parent company, Ford Motor Company; and Ford Dealer Development as operated by
28 Ford Motor Company.

1 I declare under penalty of perjury under the laws of the United States and of the
2 State of California that the foregoing is true and correct. Executed this 25 day of
3 November 2007 at Monte Sereno, California.

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